

9/30/2016

Division of Corporations

L15000192817

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To: Division of Corporations
Fax Number : (850)617-6380

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)205-8842
Fax Number : (850)878-5368

EFFECTIVE DATE

10-3-16

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

MERGER OR SHARE EXCHANGE

Path Medical, LLC

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$500.00

19 corps
05.00 per

475.00

RECEIVED
16 SEP 30 PM 4:54

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OCT - 3 2016

C LEWIS

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Path Medical, LLC

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Joclynn Townsend

Contact Person

Morgan, Lewis & Bockius LLP

Firm/Company

1000 Louisiana St., Ste 4000

Address

Houston, TX 77002

City, State and Zip Code

joclynn.townsend@morganlewis.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Joclynn Townsend

at (713) 890-5000

Name of Contact Person

Area Code

Daytime Telephone Number

Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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**Articles of Merger
For
Florida Limited Liability Company**

EFFECTIVE DATE
10-3-16

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with ss. 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

Name	Jurisdiction	Form/Entity Type
Path Medical, LLC	Florida	LLC L15000192817
APEX Imaging, LLC	Delaware	LLC M15000009361
FICA Administrative Services, LLC	Delaware	LLC M15000009371
Florida Injury & Rehabilitation Centers, LLC	Delaware	LLC M15000009364
Florida Injury Deltona, LLC	Delaware	LLC M15000009399
Florida Injury East, LLC	Delaware	LLC M15000009332
Florida Injury Kissimmee, LLC	Delaware	LLC M15000009331
Florida Injury Longwood, LLC	Delaware	LLC M15-9378
Absolute Care Imaging, LLC	Delaware	LLC M15-9339
Injury Centers of Central Tampa, LLC	Delaware	LLC M15-9368
Injury Centers of Lakeland, LLC	Delaware	LLC M15-9328
Injury Centers of North Tampa, LLC	Delaware	LLC M15-9355
Injury Centers of South Tampa, LLC	Delaware	LLC M15-9351
Injury Centers of St. Pete, LLC	Delaware	LLC M15-9340
Broward Rehab Center, LLC	Delaware	LLC M15-9327
Dade Injury Rehabilitation, LLC	Delaware	LLC M15-9342
Hollywood Injury Rehabilitation Center, LLC	Delaware	LLC M15-9349
Metro Injury & Rehab Center, LLC	Delaware	LLC M15-9367
Pines Injury Center, LLC	Delaware	LLC M15-9441

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

Name	Jurisdiction	Form/Entity Type
Path Medical, LLC	Florida	LLC L15000192817

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss. 605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under ss. 605.1023(1)(b).

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

- This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

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 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

October 3, 2016 at 12:01 a.m. Eastern Standard Time

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
SEE EXHIBIT A (ATTACHED)	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

- Corporations: Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)
- General partnerships: Signature of a general partner or authorized person
- Florida Limited Partnerships: Signatures of all general partners
- Non-Florida Limited Partnerships: Signature of a general partner
- Limited Liability Companies: Signature of an authorized person

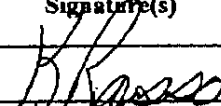

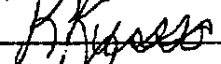


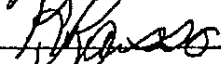

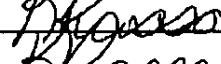
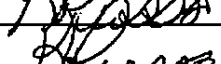




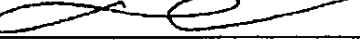

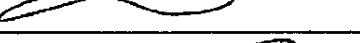

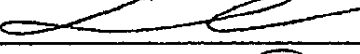

Fees: For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00	Certified Copy (optional):	\$30.00

19542080845 From: Ranae McGraw
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EXHIBIT A

Signature(s) for Each Party:

Name of Entity/Organization	Signature(s)	Typed or Printed Name of Individual:
Path Medical, LLC		Kimberly Russo
APEX Imaging, LLC		Kimberly Russo
FIC Administrative Services, LLC		Kimberly Russo
Florida Injury & Rehabilitation Centers, LLC		Kimberly Russo
Florida Injury Deltona, LLC		Kimberly Russo
Florida Injury East, LLC		Kimberly Russo
Florida Injury Kissimmee, LLC		Kimberly Russo
Florida Injury Longwood, LLC		Kimberly Russo
Absolute Care Imaging, LLC		Kimberly Russo
Injury Centers of Central Tampa, LLC		Kimberly Russo
Injury Centers of Lakeland, LLC		Robert Lewin
Injury Centers of North Tampa, LLC		Robert Lewin
Injury Centers of South Tampa, LLC		Robert Lewin
Injury Centers of St. Pete, LLC		Robert Lewin
Broward Rehab Center, LLC		Robert Lewin
Dade Injury Rehabilitation, LLC		Robert Lewin
Hollywood Injury Rehabilitation Center, LLC		Robert Lewin
Metro Injury & Rehab Center, LLC		Robert Lewin
Pines Injury Center, LLC		Robert Lewin

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Execution Version

PLAN OF MERGER

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act and Section 605.1022 of the Florida Revised Limited Liability Company Act, Path Medical, LLC, a Florida limited liability company, and Absolute Care Imaging, LLC, Injury Centers of Central Tampa, LLC, Injury Centers of Lakeland, LLC, Injury Centers of North Tampa, LLC, Injury Centers of South Tampa, LLC, Injury Centers of St. Pete, LLC, Broward Rehab Center, LLC, Dade Injury Rehabilitation, LLC, Hollywood Injury Rehabilitation Center, LLC, Metro Injury & Rehab Center, LLC, Pines Injury Center, LLC, APEX Imaging, LLC, FIC Administrative Services, LLC, Florida Injury & Rehabilitation Centers, LLC, Florida Injury Deltona, LLC, Florida Injury East, LLC, Florida Injury Kissimmee, LLC, and Florida Injury Longwood, LLC, each a Delaware limited liability company (such Delaware limited liability companies, collectively, the "Delaware Subsidiaries"), and together with Path Medical, LLC, the "Parties"), hereby enter into this Plan of Merger (the "Plan of Merger") as of September 30, 2016 (the "Execution Date").

The Parties desire to effect a merger pursuant to which the Parties will merge into a single entity, and the Parties have adopted resolutions recommending and approving the merger upon the following terms and conditions:

1. Merger. At the Effective Time (as defined below), the Parties will undergo a merger, whereby
 - a. the Delaware Subsidiaries will merge into Path Medical, LLC; and
 - b. Path Medical, LLC will be the surviving entity.
2. Effective Date and Time. The merger will be effective as of 12:01 a.m. EST on October 3, 2016 (the "Effective Time").
3. Governing Document. The Articles of Organization of Path Medical, LLC, as in effect at the Effective Time, will continue in full force and effect as the Articles of Organization of Path Medical, LLC.
4. Conversion of Membership Units. The outstanding membership units of each of the Delaware Subsidiaries shall not be converted into shares of Path Medical, LLC, and no compensation shall be given for these cancelled membership units.

[SIGNATURE PAGE FOLLOWS]

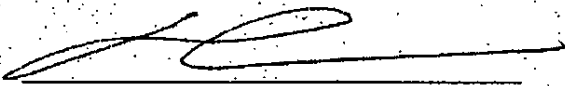
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The undersigned have executed this Agreement as of the Execution Date.

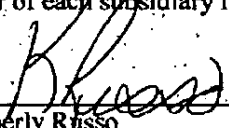
**PATH MEDICAL, LLC
BROWARD REHAB CENTER, LLC
DADE INJURY REHABILITATION, LLC
HOLLYWOOD INJURY REHABILITATION CENTER, LLC
METRO INJURY & REHAB CENTER, LLC
PINES INJURY CENTER, LLC**

BY: **PATH MEDICAL CENTER, INC.,**
Sole Member of each subsidiary listed above

By: 
Name: Robert Lewin
Title: President and Director

**ABSOLUTE CARE IMAGING, LLC
INJURY CENTERS OF CENTRAL TAMPA, LLC
INJURY CENTERS OF LAKELAND, LLC
INJURY CENTERS OF NORTH TAMPA, LLC
INJURY CENTERS OF SOUTH TAMPA, LLC
INJURY CENTERS OF ST. PETE, LLC**

BY: **INJURY CENTERS OF TAMPA, INC.,**
Sole Member of each subsidiary listed above

By: 
Name: Kimberly Russo
Title: President and Director

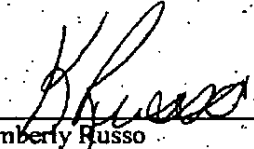
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The undersigned have executed this Agreement as of the Execution Date.

**APEX IMAGING, LLC
FIC ADMINISTRATIVE SERVICES, LLC
FLORIDA INJURY & REHABILITATION CENTERS, LLC
FLORIDA INJURY DELTONA, LLC
FLORIDA INJURY EAST, LLC
FLORIDA INJURY KISSIMMEE, LLC
FLORIDA INJURY LONGWOOD, LLC**

BY: **RUSSO HOLDCO, INC.,**
Sole Member of each subsidiary listed above

By: 
Name: Kimberly Russo
Title: President and Director